



Report issued by the Board of Directors of Applus Services, S.A. with regard to the appointment of Mrs. Essimari Kairisto as Independent Director of the Company

I. Introduction and purpose of the report

This Report is issued and approved by the Board of Directors of Applus Services, S.A. (hereinafter, “**Applus**” or the “**Company**”), in accordance with the provisions of article 529 decies of the Spanish Companies Act and article 14.1 of the Regulations of the Board of Directors of Applus, to justify the resolution of the Board of Directors adopted through the written process as of 9 April 2019 with regard to the appointment through the co-optation procedure of Mrs. Essimari Kairisto as Independent Director of the Company to fill the second of the two vacancies caused by the resignations of the former non-executive Directors Mr. Claudi Santiago Ponsa and Mr. Scott Cobb.

This report is preceded by a separate report issued today by the Appointments and Compensations Committee (the “**AC Committee**”), pursuant to which the AC Committee formally proposes to elect Mrs. Kairisto as Independent Director and analyses the needs of the Board, concluding that the appointment of the aforementioned Director adequately meets said needs.

The Board of Directors wishes to express its satisfaction for the level of diversity achieved through this appointment, by means of which the objective of female representation established in the Code of Good Corporate Governance and in Applus’ Directors Selection Policy is met.

It is expressly noted that, as provided for in article 518 of the Spanish Companies Act and article 8 of the Regulation of the General Shareholders’ Meeting of Applus, this Report will be made available to the shareholders at the Company’s registered office and published uninterruptedly in the corporate website of the Company as from the date of the announcement of the calling until the holding of said General Shareholders’ Meeting.

II. Profile of the Director and assessment of her circumstances

a) Profile

Mrs. Essimari Kairisto has a diploma in Business Administration from the University of Fachhochschule Bielefeld (Germany).

Mrs. Kairisto was Chief Financial Officer of Hochtief Solutions from 2013 to 2016, she previously held several executive positions in Sasol Germany GmbH (a subsidiary of Sasol Limited) from 2007 to 2013 including the positions of Managing Director and Chief Financial Officer, and formerly held senior executive positions in the energetic group RWE from 2002 to 2007 where she held the positions, among others, of Managing Director and Chief Financial Officer of its then subsidiary Lahmeyer International GmbH.

Mrs. Kairisto began her professional career at Treuhandanstalt (the agency created for the privatization of public companies of the former German Democratic Republic) and later worked at Schlumberger until 2001 where she went through different companies and senior positions in the commercial, financial, audit and control areas.

She currently holds the position of non-executive director in the listed company Fortum OYJ (Finland) and she is a member of the Supervisory Board of Freudenberg & Co (Germany).

b) Assessment

The Board of Directors fully endorses the assessment made by the AC Committee on the proposal to appoint Mrs. Essimari Kairisto as Independent Director in Applus. Therefore, in view of her outstanding experience and professional career, and based on the analysis of the Board of Directors` needs and the prior proposal from the AC Committee, the Board has considered that she is the ideal candidate to fill the existing vacancy at the Board of Directors.

c) Category of the director

As set out in the AC Committee report, Mrs. Kairisto shall be qualified as Independent Director.

For all appropriate purposes, it is expressly noted that Mrs. Kairisto has confirmed that she is not affected by any incompatibility for the exercise of the position of Independent Director, as provided for in Act 3/2015, of March 30th, and other applicable state and regional regulations.

In Madrid, on 9 April 2019